



Patrick W. Turner
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February 18, 2015

The Honorable Jocelyn Boyd
Chief Clerk of the Commission
Public Service Commission of South Carolina
Post Office Drawer 11649
Columbia, South Carolina 29211

Re: Application of Cricket Communications, Incorporated for Designation as an
Eligible Telecommunications Carrier
Docket No. 2010-21-C

Dear Ms. Boyd:

Enclosed for filing is a Notice of Conversion of Cricket Communications, Inc. to Cricket Communications, LLC in the above-referenced matter.

By copy of this letter, I am serving all parties of record with a copy of this Notice as indicated on the attached Certificate of Service.

Sincerely,

A handwritten signature in black ink that reads "Patrick W. Turner". The signature is written in a cursive, flowing style.

Patrick W. Turner

PWT/nml
Enclosure
cc: All Parties of Record

**BEFORE THE
PUBLIC SERVICE COMMISSION
OF SOUTH CAROLINA**

Application of Cricket Communications,)
Incorporated for Designation as an Eligible)
Telecommunications Carrier)

Docket No. 2010-21-C

**NOTICE OF CONVERSION OF CRICKET COMMUNICATIONS, INC. TO CRICKET
COMMUNICATIONS, LLC**

Cricket Communications, Inc. (“Cricket”) respectfully informs the Commission that it intends to elect to become a limited liability company effective on or about February 28, 2015. Cricket, a corporation organized under Delaware law, primarily provides pre-paid wireless services in South Carolina and other states, and it is a Commission-designated wireless ETC in South Carolina.

Delaware law allows corporations to elect to convert to a limited liability company (LLC) and provides that upon conversion, the LLC “shall, for all purposes of the laws of the State of Delaware, be deemed to be the same entity as the corporation.”¹ Delaware law further provides that upon conversion:

all of the rights, privileges and powers of the corporation that has converted, and all property, real, personal and mixed, and all debts due to such corporation, as well as all other things and causes of action belonging to such corporation, shall remain vested in the [LLC] and shall be the property of [the LLC], and the title to any real property vested by deed or otherwise in such corporation shall not revert or be in any way impaired by reason of this chapter; but all rights of creditors and all liens upon any property of such corporation shall be preserved unimpaired, and all debts, liabilities and duties of the corporation that has converted shall remain attached to the [LLC], and may be enforced against it to the same extent as if said debts, liabilities and duties had originally been incurred or contracted by it in its capacity as [LLC]. *The rights, privileges, powers and interest in property of the corporation that has converted, as well as the debts, liabilities and duties of*

¹ 8 Del. C. Sec. 266(h).

*such corporation, shall not be deemed, as a consequence of the conversion, to have been transferred to the [LLC]*²

Accordingly, effective on or about February 28, 2015, all of Cricket's rights, privileges, powers and interest in property will be possessed by Cricket Communications, LLC, and Cricket Communications, LLC will become responsible and liable for all the liabilities and obligations of Cricket.³ To the extent that Cricket is subject to any Commission rules, regulations, and orders as of the effective date of this conversion, Cricket Communications, LLC will be subject to those same rules, regulations, and orders.

Finally, this conversion will be transparent to customers. It will not affect the prices, terms, or conditions under which Cricket provides services to its South Carolina customers, and it will not affect the services provided to those customers. The same personnel who managed these services immediately before the conversion will manage them immediately after the conversion, and the same network that provided the services immediately before the conversion will provide them immediately after the conversion.

The address of Cricket and the company contact information on file with the Commission will be the same for Cricket Communications, LLC.

² *Id.* (emphasis added).

³ South Carolina law provides for Commission approval of the sale, transfer, lease, consolidation, or merger of a telephone utility's "property, powers, franchises, or privileges." S.C. Code Ann. §58-9-310. As explained above, however, none of Cricket's property, powers, franchises, or privileges is deemed to have been conveyed, transferred, or assigned for any purpose by reason of this conversion. 8 Del. C. Sec. 266(h). Moreover, the conversion does not constitute a dissolution of Cricket. Instead, Cricket Communications LLC "shall, for all purposes . . . be deemed to be the same entity as [Cricket]." *Id.* Section 58-9-310, therefore, does not provide for any Commission action with regard to this conversion.

Respectfully submitted this 18th day of February, 2015.

CRICKET COMMUNICATIONS, INC.



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STATE OF SOUTH CAROLINA

COUNTY OF RICHLAND

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CERTIFICATE OF SERVICE

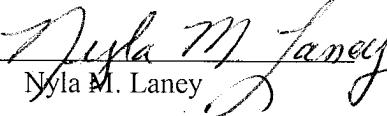
The undersigned, Nyla M. Laney, hereby certifies that she is employed by the Legal Department for BellSouth Telecommunications, LLC d/b/a AT&T South Carolina ("AT&T") and that she has caused a Notice of Conversion of Cricket Communications, Inc. to Cricket Communications, LLC in Docket No. 2010-21-C to be served upon the following on February 18, 2015:

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Nyla M. Laney